FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

	OMB AP	PROVAL	
Expires: Estimate	d average l	ourden	
	SEC US	E ONLY	
Prefix			Serial
	1		
	DATE R	CEIVED	

Name of offering	(check if this is an a	amendment and name	has changed, and i	ndicate change.)		110	1294
Private Placement thereof)	of Series B-1 Preferred	Stock and Redeemab	le Preferred Stock	(and the underlying	Commo		uable upon conversion
Filing Under (Check	box(es) that apply):	☐ Rule 504	☐ Rule 505	Rule 506	☐ Se	ction 4(6)	ULOE
Type of Filing:	New Filing	☐ Amendment			4		
		A. BASI	DENTIFICAT	ION DATA			
Enter the inform	nation requested about th	e issuer					
Name of Issuer	(check if this is an a	amendment and name	has changed, and i	ndicate change.)			
Meru Networks, Inc							009/30
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)							
1309 S. Mary Avenu	ue, Sunnyvale, CA 9408	37			40)8-215-5300 	
Address of Principal	Offices		(Number and Stree	et, City, State, Zip Co	de) Te	elephone Dp	mber (Including Area Code)
(if different from Exe	cutive Offices) same	e as above				1.1/	<u> </u>
Brief Description of E	Business: Wireless	research and develop	oment		IR	OCT	3120
Type of Business Or	ganization				V	THE	~ 4U05
	□ corporation □ corpo	☐ limited p	artnership, already	formed	□ othe	r (please)	
	business trust	☐ limited p	artnership, to be fo	rmed			Clar
	Date of Incorporation or Coration or Coration or Organization:	(Enter two-letter U.S. F		Year 20 eviation for State; or other foreign jurisdi	02	⊠ Acti	ual ☐ Estimated
			vioi Canada, Fivic		C0011)		

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

		A. BASIC ID	ENTIFICATION DAT	A	
Each beneficial ownEach executive office	he issuer, if the iss ner having the povicer and director of	suer has been organized with	ect the vote or disposition of		a class of equity securities of the issuer; artnership issuers; and
Check Box(es) that Apply:	☐ Promoter	☑ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual):	Ujjal Kohli			
Business or Residence Add	ress (Number and	d Street, City, State, Zip Code	e): 1309 S. Mary Avenue,	Sunnyvale, CA 9	4087
Check Box(es) that Apply:	☐ Promoter	⊠ Beneficial Owner	☑ Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first,	if individual):	Vaduvur Bharghavan			
Business or Residence Add	ress (Number and	d Street, City, State, Zip Code	e): 1309 S. Mary Avenue,	Sunnyvale, CA 9	4087
Check Box(es) that Apply:	☐ Promoter	□ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, i	if individual):	NeoCarta Ventures, L.	P.		
Business or Residence Add	ress (Number and	I Street, City, State, Zip Code	e): c/o Andre Turenne, 34	3 Sansome Stree	t, Suite 525, San Francisco, CA 94104
Check Box(es) that Apply:	☐ Promoter	☑ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, i	if individual):	ClearStone Venture P	artners II-A, L.P.		
Business or Residence Add	ress (Number and	I Street, City, State, Zip Code	e): c/o Erik Lassila, 2500 \$	Sand Hill Road, S	uite 205, Menlo Park, CA 94025
Check Box(es) that Apply:	☐ Promoter	⊠ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual):	JumpStartup Venture	Fund I, LLC		
Business or Residence Addi 95054	ress (Number and	Street, City, State, Zip Code	e): c/o Mr. Kiran Nadkarni	, 5201 Great Ame	erica Pkwy., Suite 320, Santa Clara, CA
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		Director	General and/or Managing Partner
Full Name (Last name first, i	if individual):	Jorge del Calvo			
Business or Residence Addr	ress (Number and	Street, City, State, Zip Code	e): 2475 Hanover Street, P	Palo Alto, CA 9430)4
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		□ Director	☐ General and/or Managing Partner
Full Name (Last name first, i	if individual):	lhab Abu-Hakima			
Business or Residence Addr	ress (Number and	Street, City, State, Zip Code	e): 1309 S. Mary Avenue, 5	Sunnyvale, CA 9	4087
Check Box(es) that Apply:	Promoter	☑ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, i	if individual):	Blue Stream Ventures	i, L.P.		
Business or Residence Addi 55402	ress (Number and	Street, City, State, Zip Code	e): c/o Thomas Erickson,	225 South Sixth S	Street, suite 4350, Minneapolis, MN

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

		A. BASIC ID	DENTIFICATION DAT	Α	
Each beneficial owrEach executive office	ne issuer, if the iss ner having the pow cer and director of	suer has been organized with	rect the vote or disposition of		a class of equity securities of the issuer; artnership issuers; and
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer		☐ General and/or Managing Partner
Full Name (Last name first, i	if inởividual): Î	Nicholas Mitsakos			
Business or Residence Add	ress (Number and	Street, City, State, Zip Cod	le): 2355 North Point Stree	et, San Francisco,	, CA 94123
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, i	if individual):	Thomas Erickson			
Business or Residence Add	ress (Number and	Street, City, State, Zip Cod	e): 225 South Sixth Street	, suite 4350, Minr	neapolis, MN 55402
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, i	f individual):	Andre Turenne		F-40-1-17 - 1-111-1-1	
Business or Residence Addr	ress (Number and	Street, City, State, Zip Code	e): 343 Sansome Street, S	uite 525, San Fra	ncisco, CA 94104
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, i	f individual):	William Quigley		Merchania y se	
Business or Residence Addr	ress (Number and	Street, City, State, Zip Code	e): 1309 S. Mary Avenue,	Sunnyvale, CA 9	4087
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, i	f individual):	Pablo Luther			COMMITTEE TO THE PROPERTY OF T
Business or Residence Addr	ress (Number and	Street, City, State, Zip Code	e): 1309 S. Mary Avenue,	Sunnyvale, CA 94	4087
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, i	f individual):		And the second s		
Business or Residence Addr	ress (Number and	Street, City, State, Zip Code	e):		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, i	f individual):			-	
Business or Residence Addr	ess (Number and	Street, City, State, Zip Code	e):	pr pr 12 - 12 - 12 - 12 - 12 - 12 - 12 - 12	
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, i	f individual):				
Business or Residence Addr	ress (Number and	Street, City, State, Zip Code	e):		

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

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		20-7-			В.	INFORM	MATION	ABOUT	OFFER	ING				
													 <u>Yes</u>	No No
1. F	las the issi	ier sold, or	does the is	ssuer inten			redited inve pendix, Co							<u> </u>
2. V	Vhat is the	minimum ir	vestment	that will be	accepted	from any i	individual?					:	\$ <u>1.4776</u>	
			•	بقر									<u>Yes</u>	<u>No</u>
		ering perm	-	-	-								\boxtimes	
a C a	ny commis ffering. If a nd/or with	formation re sion or sim a person to a state or si persons of s	ilar remune be listed is tates, list th	eration for a soci an associne name of	solicitation ated perso f the broke	of purcha on or agen or or deale	sers in col t of a brok r. If more	nnection wer or deale than five (5	ith sales o er registere 5) persons	f securities d with the to be liste	s in the SEC d are			
Full N	ame (Last	name first, i	f individua)										
Busin	ess or Resi	dence Addr	ess (Numl	per and Str	eet, City,	State, Zip	Code)						<u> </u>	
Name	of Associa	ted Broker	or Dealer											
		Person Liste States" or c												☐ All States
□ [Al	.) 🔲 [AK] [AZ]	☐ [AR]	☐ [CA]	[CO]	□ [СТ]	□ [DE]	□ [DC]	□ [FL]	□ [GA]	☐ [HI]	□ [ID]		
	□ [IN]	□ [IA]	[KS]	□ [KY]	□ [LA]	☐ [ME]	☐ [MD]	☐ [MA]	[MI]	☐ [MN]	☐ [MS]	☐ [MO]		
□ [M]	Γ] [NE] [NV]	□ [NH]	□ [NJ]	□ [NM]	□ [NY]	□ [NC]	□ [ND]	□ [OH]	□ [OK]	□ [OR]	☐ [PA]		
□ [RI] 🔲 (SC] [SD]	□ [TN]	□ [TX]			□ [VA]	□ [WA]		[WI]		□ [PR]		
Full N	ame (Last	name first, i	f individual)										
Busine	ess or Resi	dence Addr	ess (Numb	per and Str	eet, City,	State, Zip	Code)		<u> </u>					
Name	of Associa	ted Broker	or Dealer	1016.					1.380					
		Person Liste States" or c												☐ All States
□ [Al	.) 🔲 [AK	[AZ] □	□ [AR]	□ [CA]	☐ [CO]		□ [DE]	□ [DC]	[FL]	□ [GA]	☐ [HI]	☐ [ID]		
	□ [IN]	☐ [IA]	□ [KS]	☐ [KY]	[LA]	[ME]	☐ [MD]	☐ [MA]	☐ [MI]	☐ [MN]	☐ [MS]	☐ [MO]		
□ [M	r) 🗌 [NE] [NV]	□ [NH]	□ [NJ]	□ [NM]	□ [NY]	□ [NC]	□ [ND]	□ [OH]	□ [OK]	□ [OR]	□ [PA]		
☐ [RI			□ [TN]	□ [ГХ]	[TU]	□ [VT]	□ [VA]	☐ [WA]	[W∨]	[WI]		□ [PR]		
Full N	ame (Last i	name first, i	f individual)					******					
Busine	ess or Resi	dence Addr	ess (Numb	er and Str	eet, City, S	State, Zip	Code)							
Name	of Associa	ted Broker	or Dealer		dt					·- <u></u>	4. -	No.	******	
		erson Liste States" or c					nasers							☐ All States
☐ [AL] 🔲 [AK	□ [AZ]	☐ [AR]	☐ [CA]	☐ [CO]		□ [DE]		☐ [FL]	☐ [GA]	☐ [HI]	□ [ID]		
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1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.				
	Type of Security		Aggregate Offering Price		Amount Already Sold
	Debt	. \$		\$	
	Equity	. <u>\$</u>	12,184,700.37	\$	11,999,997.42
	☐ Common				
	Convertible Securities (including warrants)	. \$		\$	
	Partnership Interests				
	Other (Specify)				
	Total	\$	12,184,700.37		11,999,997.42
	Answer also in Appendix, Column 3, if filing under ULOE.			:-	
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."				
			Number Investors		Aggregate Dollar Amount Of Purchases
	Accredited Investors		18	<u>\$</u>	11,999,997.42
	Non-accredited Investors	·	0	<u>\$</u>	0
	Total (for filings under Rule 504 only)			<u>\$</u>	
	Answer also in Appendix, Column 4, if filing under ULOE.				
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C–Question 1.				
	Type of Offering		Types of Security		Dollar Amount Sold
	Rule 505		N/A	<u>\$</u>	N/A
	Regulation A	·	N/A	<u>\$</u>	N/A
	Rule 504		N/A	\$	N/A
	Total	·		\$	
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.				
	Transfer Agent's Fees			\$	
	Printing and Engraving Costs			\$	
	Legal Fees		🖸	\$	
	Accounting Fees			\$	
	Engineering Fees			\$	
	Sales Commissions (specify finders' fees separately)			\$	
	Other Expenses (identify)			\$	

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4 b. Enter the difference between the aggregate offering price given in response to Part C- Question 1 and total expenses furnished in response to Part C-Question 4.a. This difference is the 'adjusted gross proceeds to the issuer'. 5 Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each off the purposes shown. If the amount for any purpose is not known, furnish an estmate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b. above. Payments to Officers, Directors & Affiliates P		C. OFFERING PRICE, NUMBE	ER OF INVESTORS, EXPE	NSES A	AND USE O	F PRO	CEEDS	<u> </u>	
used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b. above. Payments to Officers, Directors & Affiliates Purchase of real estate		uestion 1 and total expenses furnished in response to F	Part C-Question 4.a. This differer	nce is the			\$	1	1,999,997.42
Purchase of real estate	. u	sed for each of the purposes shown. If the amount for a stimate and check the box to the left of the estimate. The	my purpose is not known, furnish ne total of the payments listed mu	an st equal	Office Directo	rs, rs &		Pa	
Purchase, rental or leasing and installation of machinery and equipment		Salaries and fees			\$		_ 🗆	\$	
Construction or leasing of plant buildings and facilities		Purchase of real estate			\$		_ 🗆	\$	
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)		Purchase, rental or leasing and installation of made	chinery and equipment		\$		_ 🗆	\$	*. · · · · · · · · · · · · · · · · · · ·
offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$		Construction or leasing of plant buildings and faci	ities		\$		_ 🗆	\$	
Repayment of indebtedness		offering that may be used in exchange for the ass	ets or securities of another issuer		•		П	¢	
Working capital		,			¢		_		
Other (specify):					ę.				1 000 007 42
Column Totals		• '			<u> </u>		_		1,999,997.42
Total Payments Listed (column totals added) D. FEDERAL SIGNATURE This issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Meru Networks, Inc. Title of Signer (Print or Type) Title of Signer (Print or Type)		Other (specify):			D	*			
Total Payments Listed (column totals added) D. FEDERAL SIGNATURE This issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Meru Networks, Inc. Name of Signer (Print or Type) Title of Signer (Print or Type)				_			_		
D. FEDERAL SIGNATURE This issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Meru Networks, Inc. Name of Signer (Print or Type) Title of Signer (Print or Type)							_		
This issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Meru Networks, Inc. Name of Signer (Print or Type) Title of Signer (Print or Type)		Total Payments Listed (column totals added)				<u>\$</u>	11,99	9,997.4	<u>2</u>
constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Meru Networks, Inc. Name of Signer (Print or Type) Title of Signer (Print or Type)			D. FEDERAL SIGNATUR	₹E					
Meru Networks, Inc. Name of Signer (Print or Type) Title of Signer (Print or Type) October , 2005	const	itutes an undertaking by the issuer to furnish to the U.S.	Securities and Exchange Comm	n. If this no	otice is filed un in written reque	der Rule st of its	staff, the	followin informa	g signature tion furnished
Name of Signer (Print or Type) Title of Signer (Print or Type)	Issue	r (Print or Type)	V 0	(10		D	ate		
				Gle		0	october	, 2005	
Jorge del Calvo Secretary									
	Jorg	e del Calvo	Secretary						
		,							

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)